

RECORDATION NO. 26512 FILED

AUG 16 '06

3-30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 16, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement dated as of August 15, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank of America, N.A.  
One Financial Plaza  
Providence, RI 02903

Lessee: Westar Energy, Inc.  
818 S. Kansas Avenue  
Topeka KS 66612

Mr. Vernon A. Williams  
August 16, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

55 AutoFlood railcars: KPLX 6001 – KPLX 6055.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 26512 FILED

AUG 16 '06 3-30 PM

SURFACE TRANSPORTATION BOARD

**Bank of America**



One Financial Plaza  
Providence, Rhode Island 02903-2305

**FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD**

On: \_\_\_\_\_  
At: \_\_\_\_\_  
And given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of August 15, 2006 by and between Bank of America, N.A., a federally chartered national banking association ("Lessor") and Westar Energy, Inc., a Kansas corporation ("Lessee"), as such agreement relates to Lease Schedule No. 16426-11500-003 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Fifty-Five (55) Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: August 15, 2006

Lessor:  
BANK OF AMERICA, N.A.

By: [Signature]  
Name: Gina Cabral  
Title: Assistant Vice President

Lessee:  
WESTAR ENERGY, INC.

By: [Signature]  
Name: GARY GREENWOOD  
Title: Treasurer

**Bank of America**



**SCHEDULE A EQUIPMENT**

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: Westar Energy, Inc.

Qty	Model	Description	VIN/Serial #
-----	-------	-------------	--------------

Equipment is currently located at: Jeffrey Energy Center, 25905 Jeffrey Rd, St. Marys, KS 66536

Vendor: FreightCar America, Inc.

55		Aluminum AutoFlood III Cars	KPLX6001 KPLX6002 KPLX6003 KPLX6004 KPLX6005 KPLX6006 KPLX6007 KPLX6008 KPLX6009 KPLX6010 KPLX6011 KPLX6012 KPLX6013 KPLX6014 KPLX6015 KPLX6016 KPLX6017 KPLX6018 KPLX6019 KPLX6020 KPLX6021 KPLX6022 KPLX6023 KPLX6024 KPLX6025 KPLX6026 KPLX6027 KPLX6028 KPLX6029 KPLX6030 KPLX6031 KPLX6032 KPLX6033 KPLX6034 KPLX6035 KPLX6036 KPLX6037 KPLX6038
----	--	-----------------------------	--

**Bank of America**



**SCHEDULE A EQUIPMENT**

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **Westar Energy, Inc.**

Qty	Model	Description	VIN/Serial #
			KPLX6039
			KPLX6040
			KPLX6041
			KPLX6042
			KPLX6043
			KPLX6044
			KPLX6045
			KPLX6046
			KPLX6047
			KPLX6048
			KPLX6049
			KPLX6050
			KPLX6051
			KPLX6052
			KPLX6053
			KPLX6054
			KPLX6055

with all standard and accessory equipment

**BANK OF AMERICA, N.A.**

By: [Signature]

Name: [Signature]

Title: Assistant Vice President

**WESTAR ENERGY, INC.**

By: [Signature]

Name: Greg A. Greenwood

Title: Treasurer

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On August 16, 2010 before me, Denise C. Simpson  
(Notary Name and Title)

personally appeared Gina Cabral personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson  
(Notary Seal) 03/25/2010



STATE OF: KANSAS

SS.

COUNTY OF: SHAWNEE

On AUGUST 16, 2006 before me, Leila M. Schuh  
(Notary Name and Title)

personally appeared GREG A. GREENWOOD personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Leila M. Schuh

(Notary Seal)



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/16/06



\_\_\_\_\_  
Robert W. Alvord